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TALLAHASSEE, FLORIDA

T. Burch AUG 5 2009



a Wolters Kluwer business

CT
1203 Governors Square Blvd.
Tallahassee, FL 32301-2960

850 222 1092 tel
850 222 7615 fax
www.ctlegalsolutions.com

August 4, 2009

Department of State, Florida
Clifton Building
2611 Executive Center Circle
Tallahassee FL 32301

Re: Order #: 7606907 SO
Customer Reference 1: 02969292
Customer Reference 2: 08234

Dear Department of State, Florida:

Please obtain the following:

GE CF Trust (DE)
Qualification
Florida

~~GE CF Trust (DE)~~
~~Qualification~~
~~Florida~~

Enclosed please find a check for the requisite fees. Please return document(s) to the attention of the undersigned.

If for any reason the enclosed cannot be processed upon receipt, please contact the undersigned immediately at (850) 222-1092. Thank you very much for your help.

Sincerely,

Freddy Morales
Corporate Operations Mgr.
freddy.morales@wolterskluwer.com

**AFFIDAVIT TO THE FLORIDA SECRETARY OF STATE
TO FILE OR QUALIFY**

GE CF Trust

A Delaware TRUST

In accordance with Section 609.02 of the Florida Statutes, pertaining to
Common Law Declarations of Trust, the undersigned, the Chairman of the
Board of Trustees of GE CF Trust, a

(Name of Trust)

Delaware

(State)

GE CF Trust

(Name of Trust)

Trust hereby affirms in order to file or qualify

, in the State of Florida.

1. Two or more persons are named in the Trust.

2. The principal address is 10 Riverview Drive, Danbury, CT 06810

3. The registered agent and street address in the State of Florida is:
CT Corporation System

1200 South Pine Island Road, Plantation, FL 33324

4. Acceptance by the registered agent: Having been named as registered
agent to accept service of process for the above named Declaration of Trust
at the place designated in this affidavit, I hereby accept the appointment as
registered agent and agree to act in this capacity.

James M. Halpin
Assistant Secretary

(Signature of Registered Agent)

5. I certify that the attached is a true and correct copy of the Declaration of
Trust under which the association proposes to conduct its business in
Florida.

Susanne M. Gula
NOTARY

SUSANNE M. GULA

Notary Public - State of Delaware

My Comm. Expires Nov. 21, 2009

CR2E063(3/00)

Rachel L Simpson

Name: Rachel L Simpson, Assistant Vice President of

~~Chairman of the Board of Trustees~~ Wilmington Trust Company,

Trustee, not in its individual capacity but solely as Trustee

Filing Fee: \$350.00

Certified Copy: \$ 8.75 (optional)

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TALLAHASSEE, FLORIDA

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Delaware

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TALLAHASSEE, FLORIDA

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "GE CF TRUST" AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:


CERTIFICATE OF STATUTORY TRUST REGISTRATION, FILED THE FOURTH DAY OF JUNE, A.D. 2009, AT 12:56 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID STATUTORY TRUST, "GE CF TRUST".

4694973 8100H

090750044




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7454154

DATE: 08-03-09

**CERTIFICATE OF TRUST OF
GE CF TRUST**

This Certificate of Trust of GE CF Trust (the "Trust"), dated as of June 4, 2009 (the "Certificate of Trust"), is being duly executed and filed by the undersigned, as Trustees, to form a statutory trust under the Delaware Statutory Trust Act (12 Del. C. § 3801 et seq.) (the "Act").

1. Name. The name of the statutory trust formed hereby is GE CF Trust.
2. Delaware Trustee. The name and business address of the Trustee of the Trust in the State of Delaware is Wilmington Trust Company, 1100 North Market Street, Wilmington, Delaware 19890, Attention: Corporate Trust Administration.
3. Duly Authorized. The Trustee is duly authorized to sign this Certificate of Trust.
4. Series. Pursuant to Section 3806(b)(2) of the Act, the Trust shall issue one or more series of beneficial interests having the rights and preferences set forth in the governing instrument of the Trust, as the same may be amended from time to time (each a "Series"). Separate and distinct records shall be maintained (directly or indirectly, including through a nominee or otherwise) for each Series, and the assets of each Series shall be held and accounted for separately from the assets of the Trust generally or any other Series.
5. Notice of Limitation of Liabilities of each Series. Pursuant to Section 3804(a) of the Act, there shall be a limitation on liabilities of each Series such that (a) the debts, liabilities, obligations and expenses incurred, contracted for or otherwise existing with respect to a particular Series shall be enforceable against the assets of such Series only, and not against the assets of the Trust generally or the assets of any other Series thereof and (b) none of the debts, liabilities, obligations and expenses incurred, contracted for or otherwise existing with respect to the Trust generally or any other Series thereof shall be enforceable against the assets of such Series.
6. Power of Attorney. General Electric Capital Corporation, a Delaware corporation ("GE Capital") has been designated by the Trust as the true and lawful attorney-in-fact for and on behalf of the Trust, with full power and authority to perform any and all acts related to managing, servicing, administering and collecting any part of the corpus of the Trust and is authorized and empowered to execute and deliver, on behalf and in the name of the Trust, any and all instruments, certificates or other documents relating thereto. GE Capital also has the right, power and authority to designate in writing other persons and entities ("GE Capital Designees") as true and lawful attorneys-in-fact for and on behalf of the Trust to do anything that GE Capital has the power to do under this paragraph. Without limiting the generality of the foregoing, GE Capital or any GE Capital Designee is hereby authorized and empowered by the Trust to execute and deliver, on behalf of the Trust, any and all applications for certificates of title or duplicates of such certificates in the name of the Trust, any and all applications for registrations of vehicles and/or license plates, any and all applications for transfers of certificates of title or registrations for vehicles and/or license plates, and any and all other instruments, certificates or other documents which GE Capital or a GE Capital Designee deems necessary or advisable to record, hold or release title to and/or registration of motor vehicles in the name of

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TALLAHASSEE, FLORIDA

the Trust. A photocopy or original of this Certificate of Trust shall have the same effect as an original, manually signed and acknowledged Power of Attorney.

IN WITNESS WHEREOF, the undersigned, being all of the Trustees of the Trust, have duly executed this Certificate of Trust as of the date first above written in accordance with the Act.

WILMINGTON TRUST COMPANY, not in its individual capacity, but solely as Delaware Trustee, Administrative Trustee and UTI Trustee

By: B. J. Taylor
Name: Bonny J Taylor
Title: Financial Services Officer

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TALLAHASSEE, FLORIDA

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Acknowledgment

STATE OF DELAWARE)
)ss
COUNTY OF NEW CASTLE)

On this 15th day of June 2009, before me personally appeared Bethany J. Taylor who acknowledged himself to be an officer of the above Trustee, and that he, as such officer, being authorized to do so, executed the foregoing instrument for the purposes therein contained as the free act and deed of said Trustee, and as his free act and deed as an officer of said Trustee.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

Karen M. Davis
Notary Public

My commission expires:

KAREN M. DAVIS

Notary Public - State of Delaware

My Comm Expires Nov 8, 2009

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